

CERTIFIED

by the Court Clerk as a true copy of the
document digitally filed on Jan 26, 2024

E. Wheaton

Clerk's Stamp:

COURT FILE NUMBER

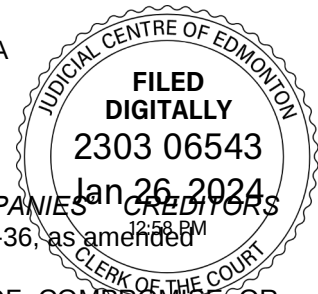
2303 06543

COURT

COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE OF

EDMONTON



IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, as amended

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF J.W. CARR HOLDINGS LTD., SPRUCE
GROVE INDUSTRIAL PARK INC., 272649 ALBERTA LTD.,
279896 ALBERTA LTD., GRANDE PRAIRIE PLACE
ENTERPRISES (1996) INC., 1170292 ALBERTA LTD. and
627612 ALBERTA LTD.

APPLICANTS:

J.W. CARR HOLDINGS LTD., SPRUCE GROVE INDUSTRIAL
PARK INC., 272649 ALBERTA LTD., 279896 ALBERTA LTD.,
GRANDE PRAIRIE PLACE ENTERPRISES (1996) INC.,
1170292 ALBERTA LTD. and 627612 ALBERTA LTD.

DOCUMENT

ORDER (Extending Stay of Proceedings & Sealing Orders)

CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT:

MLT AIKINS LLP

Suite 2200, 10135 – 101st Street NW

Edmonton, AB T5J 3G1

Solicitor: Jeffrey M. Lee, K.C./ Mandi Deren-Dube

Telephone: (306) 975-7136/ (780) 969-3518

Facsimile: (306) 975-7145/ (780) 969-3549

Email: jmlee@mltaikins.com/ mderendube@mltaikins.com

File Number: 159371.8

**DATE ON WHICH ORDER
WAS PRONOUNCED:**

January 24, 2024

**NAME OF JUDGE WHO
MADE THIS ORDER:**

The Honourable Justice *D.R. Mah*

N.J. Whitling

LOCATION OF HEARING:

Edmonton, Alberta

UPON the Application of J.W. Carr Holdings Ltd., Spruce Grove Industrial Park Inc., 272649 Alberta Ltd., 279896 Alberta Ltd., Grande Prairie Place Enterprises (1996) Inc. ("**GPPE**"), 1170292 Alberta Ltd. and 627612 Alberta Ltd. (collectively, the "**Applicants**"); **AND UPON** having read the Initial Order of the Honourable Justice J.J. Gill granted on April 19, 2023 (the "**Initial Order**"); the Amended and Restated Initial Order of the Honourable Justice J.T. Neilson granted on April 26, 2023 (the "**ARIO**"); the Sales and Investment Solicitation Process Order of the Honourable Justice J.T. Neilson granted on April 26, 2023 (the

“SISP Order”); the Order (Expedited Sale Approval and Vesting Order Protocol) (Spruce Grove Lots) of the Honourable Justice J.T. Neilson granted on May 23, 2023; the Order (Expedited Sale Approval and Vesting Order Protocol) (Northridge Phase 6 & 7, O’Brien Lake & Hillcrest) of the Honourable Justice J.T. Neilson granted on May 23, 2023; the Order (Expedited Sale Approval and Vesting Order Protocol) (Fort Saskatchewan Duplexes) of the Honourable Justice J.T. Neilson granted on May 23, 2023; the Order (Expedited Sale Approval and Vesting Order Protocol) (Central Park Condos, Rosedale Condos & Inverness Condos) of the Honourable Justice J.T. Neilson granted on May 23, 2023 (such latter four Orders hereinafter collectively described as the **“Expedited SAVO Protocol Orders”**); the Order (Extending Stay of Proceedings & Sealing Orders) of the Honourable Justice M.J. Lema granted on October 24, 2023 (the **“October 24 Stay Extension Order”**); the Interim Distribution Order of the Honourable Justice M.E. Burns granted on November 20, 2023 upon application by Canadian Western Bank and filed on November 24, 2023 (the **“CWB Interim Distribution Order”**); the Interim Distribution Order of the Honourable Justice M.E. Burns granted on November 20, 2023 upon application by Michael G. Broadfoot and filed on November 24, 2023 (the **“Broadfoot Interim Distribution Order”**); the Sealing Order granted by this Court on April 26, 2023 (the **“April 26 Sealing Order”**); the Sealing Order granted by this Court on May 23, 2023 (the **“May 23 Sealing Order”**); the Sealing Order granted by this Court on June 29, 2023 (the **“June 29 Sealing Order”**); the Order (Extending Stay of Proceedings and Sealing Orders) granted by this Court on July 26, 2023 (the **“Extension Order”**); the Sealing Order granted by this Court on August 22, 2023 (the **“August 22 Sealing Order”**); the Sealing Order granted by this Court on September 14, 2023 (the **“September 14 Sealing Order”**); the Sealing Order granted by this Court on October 11, 2023 (the **“October 11 Sealing Order”**); the Sealing Order granted by this Court on October 24, 2023 (the **“October 24 Sealing Order”**); the Sealing Order granted by this Court on November 27, 2023 (the **“November 27 Sealing Order”**) (with the April 26 Sealing Order, the May 23 Sealing Order, the June 29 Sealing Order, the Extension Order, the August 22 Sealing Order, the September 14 Sealing Order, the October 11 Sealing Order, the October 24 Sealing Order and the November 27 Sealing Order hereinafter referred to collectively as the **“Sealing Orders”**); the Amended and Restated SISP Order granted by this Court on July 26, 2023; the Affidavit of Marjorie Carr sworn on April 10, 2023; the Supplemental Affidavit of Marjorie Carr sworn on April 18, 2023; the Second Supplemental Affidavit of Marjorie Carr sworn on June 19, 2023; the Third Supplemental Affidavit of Marjorie Carr sworn on July 17, 2023; the Fourth Supplemental Affidavit of Marjorie Carr sworn on October 16, 2023; the Confidential Affidavit of Marjorie Carr sworn on October 16, 2023; the Fifth Supplemental Affidavit of Marjorie Carr sworn on November 17, 2024; the Sixth Supplemental Affidavit of Marjorie Carr sworn on January 15, 2024; the Pre-filing Report of the Monitor dated April 10, 2023; the First Report of the Monitor dated April 24, 2023; the Supplement to the First Report of the Monitor dated April 25, 2023; the Second Report of the Monitor dated May 18, 2023; the Third Report of the Monitor dated June 30, 2023; the Supplement to the Third Report of the Monitor dated June 30, 2023, the Fourth Report of the Monitor dated July 18, 2023; the Fifth Report of the Monitor dated July 24, 2023; the Sixth Report of the Monitor dated August 1, 2023; the Seventh Report of the Monitor dated August 19, 2023; the Eighth Report of the Monitor dated September

11, 2023; the Ninth Report of the Monitor dated October 6, 2023; the Tenth Report of the Monitor dated October 23, 2023; the Eleventh Report of the Monitor dated November 17, 2023; the Twelfth Report of the Monitor, to be filed; the Confidential Supplement to the Seventh Report of the Monitor dated August 18, 2023; the Confidential Supplement to the Eighth Report of the Monitor dated September 11, 2023; the Confidential Supplement to the Ninth Report of the Monitor dated October 6, 2023; the Notice to the Media of Restricted Access Application; and the Brief of Law of the Applicants and Authorities dated January 15, 2024; **AND UPON** having heard submissions from counsel for the Applicants, and any other party that may be present;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of the application is hereby validated and deemed good and sufficient and this Application is properly returnable today.
2. Words and phrases contained in this Order which begin with capital letters but which are not expressly defined herein shall have the corresponding meanings ascribed thereto in the ARIO and the Sealing Orders.
3. Except to the extent expressly modified by this Order, the ARIO, the October 24 Stay Extension Order, the CWB Interim Distribution Order, the Broadfoot Interim Distribution Order and the Sealing Orders shall continue in full force and effect.
4. The ARIO shall be and is hereby amended by deleting paragraph 13 therefrom and replacing it with a new paragraph 13 reading as follows:
 13. Subject to paragraph 14A hereof, until and including April 30, 2024, or such later date as this Court may order (the “**Stay Period**”), no proceedings or enforcement process in any court (each, a “**Proceeding**”) shall be commenced or continued against or in respect of the Applicants or the Monitor, or affecting the Business or the Property, except with leave of this Court, and any and all Proceedings currently under way against or in respect of the Applicants or affecting the Business or the Property are hereby stayed and suspended pending further order of this Court.
5. The ARIO shall be and is hereby amended by deleting paragraph 14A therefrom and replacing it with a new paragraph 14A reading as follows:
 - 14A. ATB Financial, Bank of Montreal, Romspen Investment Corporation, Roynat Inc., Servus Credit Union, the Bank of Nova Scotia, Jaycap Financial Ltd., Canadian Western Bank, Liberty Investments Ltd., Stewart Hilltop Farms Ltd., C.W.C. Investments Ltd.,

Calgary Capital & Leasing Ltd., and Dirk Vanderhorst, in respect of obligations secured by First Charge Encumbrances, shall not be bound by or subject to paragraphs 13 or 14 of this Order.

6. Subject to paragraph 7 hereof, the Monitor shall cause the \$211,318.08 in outstanding accounts for professional fees owing as at December 31, 2023 to the Monitor, counsel to the Monitor and counsel to the Applicants (comprising \$49,150.00 owed to the Monitor; \$51,121.00 owed to counsel to the Monitor and \$111,047.08 owed to counsel for the Applicants) (the “**Outstanding Accounts**”) to be paid by utilizing *pro rata* portions of the following funds to pay the Outstanding Accounts forthwith:
 - a) first, from and out of the \$7,500.00 comprising the proceeds of the January 2, 2024 sale by GPPE to Park Property Management Group Ltd. of miscellaneous personal property of GGPE, the Monitor shall utilize \$3,529.01 to pay the Outstanding Accounts;
 - b) second, from and out of the \$141,339.85 comprising the undisputed portion of the surplus proceeds of the sale of the Juniper Apartments previously owned by 627612 Alberta Ltd., the Monitor shall utilize \$66,544.06 to pay the Outstanding Accounts; and
 - c) third, from and out of the Holdback in the amount of \$300,000 from the Rohan Share Sale Proceeds established pursuant to paragraph 4 of the Broadfoot Distribution Order, the Monitor shall utilize \$141,245.01 to pay the Outstanding Accounts.
7. The payments of the Outstanding Accounts made by the Monitor pursuant to paragraph 6 hereof shall be without prejudice to the ultimate allocation of the Administration Charge amongst the various assets comprising the Property, which allocation shall be ultimately be made by the Court upon future application by any interested party on notice to the parties on the Service List.
8. The Clerk of the Court is hereby directed to unseal the materials sealed pursuant to the April 26 Sealing Order, the June 29 Sealing Order, the August 22 Sealing Order, the September 14 Sealing Order, the October 11 Sealing Order, and the November 27 Sealing Order.
9. The materials sealed by the May 23 Sealing Order and the October 24 Sealing Order shall be sealed on the Court file until the earlier of:
 - (a) July 31, 2024; or
 - (b) Further order of the Court.

10. The Clerk of the Court is hereby directed to amended the notice affixed to the front of the envelope sealing the materials as outlined at paragraph 3 of the May 23 Sealing Order as follows:

THIS ENVELOPE CONTAINS CONFIDENTIAL DOCUMENTS. THESE CONFIDENTIAL DOCUMENTS ARE SEALED ON COURT FILE NO 2303-06543 PURSUANT TO THE ORDER ISSUED BY HONOURABLE JUSTICE J.T. NEILSON ON MAY 23, 2023. THESE CONFIDENTIAL DOCUMENTS ARE NOT TO BE ACCESSED BY ANY PERSON UNTIL JULY 31, 2024 OR FURTHER ORDER OF THIS COURT.

11. The Clerk of the Court is hereby directed to amended the notice affixed to the front of the envelope sealing the materials as outlined at paragraph 3 of the October 24 Sealing Order as follows:

THIS ENVELOPE CONTAINS CONFIDENTIAL DOCUMENTS. THESE CONFIDENTIAL DOCUMENTS ARE SEALED ON COURT FILE NO 2303-06543 PURSUANT TO THE ORDER ISSUED BY HONOURABLE JUSTICE N. J. WHITLING ON OCTOBER 11, 2023. THESE CONFIDENTIAL DOCUMENTS ARE NOT TO BE ACCESSED BY ANY PERSON UNTIL JULY 31, 2024 OR FURTHER ORDER OF THIS COURT.

12. The Applicants, the Monitor, the Interim Lender and the Senior Secured Lenders are at liberty to apply or reapply for advice and direction as may be necessary to give full force and effect to the terms of this Order.
13. Service of this Order by e-mail, facsimile, courier, regular mail or personal delivery shall constitute good and sufficient service of this Order.


Justice of the Court of King's Bench of Alberta